

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re: Methyl *tertiary* Butyl Ether ("MtBE")  
Products Liability Litigation

Master File No. 1:00-1898  
MDL No. 1358 (SAS)

This Document Relates To:

*Orange County Water District v. Unocal  
Corporation, et al.,*  
Case No. 04 Civ. 4968 (SAS)

**DECLARATION OF JEREMIAH J. ANDERSON IN SUPPORT OF DEFENDANTS'  
OPPOSITION TO PLAINTIFF'S MOTION FOR PARTIAL SUMMARY JUDGMENT**

**DECLARATION OF JEREMIAH J. ANDERSON**

I, Jeremiah J. Anderson, hereby declare:

1. I am a member of the bar of the State of Texas and an associate in the law firm of King & Spalding, LLP, counsel of record for Defendants Chevron U.S.A. Inc., Chevron Corporation, Unocal Corporation, and Union Oil Company of California in this litigation. I make this Declaration in support of Defendants' Opposition to Plaintiff's Motion for Partial Summary Judgment. During the course of this litigation, I have actively participated in pretrial matters, including discovery and document review related to the sites at issue in the District's Motion. This Declaration is based on my personal knowledge and, if called as a witness, I could testify competently thereto.

2. I supervised the preparation of the concurrently filed Defendants' Local Rule 56.1 Statement in Opposition to Plaintiff's Motion for Partial Summary Judgment, and have reviewed the documents cited therein. Expert discovery in this litigation has not begun yet. The District, however, submitted expert reports in support its Motion for Partial Summary Judgment (the "Motion") and claimed that expert litigation expenses were recoverable under the Orange County Water District Act, for which it sought partial summary judgment. Defendants did not have the opportunity to depose the District's experts to explore the experts' opinions, what work the experts performed, the necessity of such work, and the reasonableness of the work and costs incurred. Such discovery was essential to Defendants' Opposition, and as a result, the District's Motion for Partial Summary Judgment should be denied. *See* FED. R. CIV. P. 56(d).

3. In an effort to comply as best as possible with the Court's Individual Rule III.H requirements regarding the number of declarations and exhibits permitted, where possible,

Defendants have not attached pleadings and other papers previously filed in this litigation.

Should the Court want a copy of these documents, Defendants will provide them.

4. Attached hereto as Exhibit 1 are true and correct copies of deposition excerpts from the reporter's official transcript of the Federal Rule of Civil Procedure 30(b)(6) deposition of the District's designated witness, David Bolin, which was taken on March 12, 2010, August 19, 2010, August 23, 2010, August 26, 2010, August 30, 2010, August 31, 2010, and September 3, 2010. These deposition excerpts contain the testimony cited in Defendants' Rule 56.1 Statement.

5. Attached hereto as Exhibit 2 are true and correct copies of deposition excerpts from the reporter's official transcript of the deposition of the Federal Rule of Civil Procedure 30(b)(6) deposition of the District's designated witness Michelle Boyd, taken on July 8, 2008. These deposition excerpts contain the testimony cited in Defendants' Rule 56.1 Statement.

6. Attached hereto as Exhibit 3 are true and correct copies of deposition excerpts from the reporter's official transcript of the Federal Rule of Civil Procedure 30(b)(6) deposition of the District's designated witness, Roy Herndon, which was taken on August 9, 2010, August 27, 2010, and September 1, 2010. These deposition excerpts contain the testimony cited in Defendants' Rule 56.1 Statement.

7. Attached hereto as Exhibit 4 is a true and correct copy of the relevant portions of the Declaration of Charles Lines re: CMO No. 4, Section III.B.1(b)(ii), dated December 29, 2004.

8. Attached hereto as Exhibit 5 is a true and correct copy of the relevant portions of the Declaration of Tam Bui, dated August 31, 2010.

9. Attached hereto as Exhibit 6 is a true and correct copy of the relevant portions of the Declaration of Phillip Bonina pursuant to Sections III.B.1.(b)(ii) and III.B.1.(c)(ii) of CMO No. 4, dated February 21, 2005.

10. Attached hereto as Exhibit 7 is a true and correct copy of the relevant portions of the Declaration of Gary Schoonveld pursuant to Section III.B.2 of CMO No. 4, dated December 30, 2004.

11. Attached hereto as Exhibit 8 is a true and correct copy of the relevant portions of the Declaration of Hongyan Xun, dated September 8, 2010.

12. Attached hereto as Exhibit 9 is a true and correct copy of the relevant portions of the Declaration of Jennifer Talbert pursuant to CMO No. 75, dated February 15, 2011.

13. Attached hereto as Exhibit 10 are true and correct copies of deposition excerpts from the reporter's official transcript of the Federal Rule of Civil Procedure 30(b)(6) deposition of the District's designated witness, David Bolin, which was taken on July 30, 2008, July 31, 2008, August 19, 2008, August 20, 2008, August 21, 2008, October 20, 2008, October 21, 2008, October 29, 2008, October 30, 2008, November 5, 2008, November 6, 2008, November 14, 2008, November 21, 2008, December 2, 2008, and December 3, 2008.

14. Attached hereto as Exhibit 11 is a true and correct copy of the relevant portions of the Supplemental Declaration of Roy Herndon in Opposition to Statute of Limitations Motion, dated March 28, 2008.

15. Attached hereto as Exhibit 12 is a true and correct copy of the relevant portions of the Supplemental Declaration of Roy Herndon in Opposition to Defendants' Motion for Summary Judgment on the Statute of Limitations, dated February 8, 2007.



16. Attached hereto as Exhibit 13 are true and correct copies of deposition excerpts from the reporter's official transcript of the deposition of Graham E. Fogg, taken on January 22, 2011. These deposition excerpts contain the testimony cited in Defendants' Rule 56.1 Statement.

17. Attached hereto as Exhibit 14 are true and correct copies of deposition excerpts from the reporter's official transcript of the deposition of Phi D. Phan, taken on August 16, 2010. These deposition excerpts contain the testimony cited in Defendants' Rule 56.1 Statement.

18. Attached hereto as Exhibit 15 is a true and correct copy of the relevant portions of a letter from Delta Environmental Consultants to Stephen R. Sharp of the Orange County Health Care Agency ("OCHCA") regarding Arco #1887, dated November 16, 2000, produced in this litigation at AROCWD188701278.

19. Attached hereto as Exhibit 16 is a true and correct copy of the relevant portions of the Second Quarter 2010 Groundwater Monitoring and Remediation Report for Arco #1887, dated July 6, 2010, which is publicly available on the California State Water Resources Control Board's GeoTracker website (<http://geotracker.swrcb.ca.gov/>) ("GeoTracker").

20. Attached hereto as Exhibit 17 is a true and correct copy of the relevant portions of the Fourth Quarter 2010 Groundwater Monitoring Report for Arco #1887, dated January 14, 2011, which is publicly available on GeoTracker.

21. Attached hereto as Exhibit 18 is a true and correct copy of the relevant portions of the Memorandum of Understanding between the District and the Santa Ana Regional Water Quality Control Board, which was attached as Exhibit 1 to the Declaration of Michael Axline in support of Plaintiff's Opposition to Defendants' Primary Jurisdiction Motion, filed on February 24, 2006.

22. Attached hereto as Exhibit 19 is a true and correct copy of the relevant portions of the Supplemental Declaration of David Bolin in support of Plaintiff's Response to Defendants' Further Supplemental Memorandum re: Summary Judgment Motion on Statute of Limitations, dated June 3, 2009.

23. Attached hereto as Exhibit 20 are true and correct copies of deposition excerpts from the reporter's official transcript of the deposition of Amer Masri, taken on August 26, 2010. These deposition excerpts contain the testimony cited in Defendants' Rule 56.1 Statement.

24. Attached hereto as Exhibit 21 are true and correct copies of deposition excerpts from the reporter's official transcript of the deposition of Ann Pham, taken on August 19, 2010. These deposition excerpts contain the testimony cited in Defendants' Rule 56.1 Statement.

25. Attached hereto as Exhibit 22 is a true and correct copy of the relevant portions of a letter from Emcon Associates to Joyce Krall of OCHCA regarding Arco #1905, dated September 10, 1991, produced in this litigation at AROCWD190501956.

26. Attached hereto as Exhibit 23 is a true and correct copy of the relevant portions of the Fourth Quarter 2010 Groundwater Monitoring and Remediation Report for Arco #1905, dated December 9, 2010, which is publicly available on GeoTracker.

27. Attached hereto as Exhibit 24 are true and correct copies of deposition excerpts from the reporter's official transcript of the Federal Rule of Civil Procedure 30(b)(6) deposition of the District's designated witness, Roy Herndon, which was taken on August 1, 2008, August 20, 2008, November 4, 2008, November 17, 2008, November 18, 2008, December 1, 2008, and December 2, 2008.

28. Attached hereto as Exhibit 25 is a true and correct copy of the relevant portions of Plaintiff's Supplemental Local Rule 56.1 Statement in support of Plaintiff's Supplemental

Opposition to Defendants' Motion for Summary Judgment based on Statute of Limitations, filed on March 28, 2008.

29. Attached hereto as Exhibit 26 are true and correct copies of deposition excerpts from the reporter's official transcript of the deposition of Keith Van Hoesen, taken August 19, 2010. These deposition excerpts contain the testimony cited in Defendants' Rule 56.1 Statement.

30. Attached hereto as Exhibit 27 are true and correct copies of deposition excerpts from the reporter's official transcript of the deposition of Robert D. Risner, Jr., taken on August 30, 2010. These deposition excerpts contain the testimony cited in Defendants' Rule 56.1 Statement.

31. Attached hereto as Exhibit 28 is a true and correct copy of the relevant portions of the Third Quarter 2010 Groundwater Monitoring Report for Chevron #9-5401, dated October 22, 2010, which is publicly available on GeoTracker.

32. Attached hereto as Exhibit 29 is a true and correct copy of the relevant portions of the Third Quarter Semi-Annual Progress and Groundwater Monitoring Report for Chevron #9-1921, dated August 12, 2010, which is publicly available on GeoTracker.

33. Attached hereto as Exhibit 30 are true and correct copies of deposition excerpts from the reporter's official transcript of the Federal Rule of Civil Procedure 30(b)(6) deposition of the District's designated witness, Roy Herndon, which was taken on December 10, 2005. These deposition excerpts contain the testimony cited in Defendants' Rule 56.1 Statement.

34. Attached hereto as Exhibit 31 is a true and correct copy of the relevant portions of the Third Quarter 2010 Groundwater Monitoring and Remedial Progress Report for Mobil #18-JMY, dated September 16, 2010, which is publicly available on GeoTracker.



35. Attached hereto as Exhibit 32 are true and correct copies of deposition excerpts from the reporter's official transcript of the deposition of Kahlor Hamid, taken August 11, 2010. These deposition excerpts contain the testimony cited in Defendants' Rule 56.1 Statement.

36. Attached hereto as Exhibit 33 is a true and correct copy of the relevant portions of the Third Quarter 2010 Groundwater Monitoring and Status Report for Mobil #18-G6B, dated October 15, 2010, which is publicly available on GeoTracker.

37. Attached hereto as Exhibit 34 are true and correct copies of deposition excerpts from the reporter's official transcript of the deposition of Hayk Bazik, taken on August 24, 2010. These deposition excerpts contain the testimony cited in Defendants' Rule 56.1 Statement.

38. Attached hereto as Exhibit 35 are true and correct copies of deposition excerpts from the reporter's official transcript of the deposition of Gasper Farace, taken on August 18, 2010. These deposition excerpts contain the testimony cited in Defendants' Rule 56.1 Statement.

39. Attached hereto as Exhibit 36 is a true and correct copy of the relevant portions of the Fourth Quarter 2007 Groundwater Monitoring Report for Unocal #5376, dated January 11, 2008, which is publicly available on GeoTracker.

40. Attached hereto as Exhibit 37 is a true and correct copy of the relevant portions of the Second Quarter 2010 Groundwater Monitoring Report for Unocal #5376, dated June 30, 2010, which is publicly available on GeoTracker.

41. Attached hereto as Exhibit 38 is a true and correct copy of the relevant portions of the Fourth Quarter 2010 Quarterly Monitoring Report-Depth Discrete Sampling Submittal, dated January 12, 2011, which is publicly available on GeoTracker.

42. Attached hereto as Exhibit 39 is a true and correct copy of the relevant portions of the Declaration of Hongyan Xun submitted in response to CMO No. 75, dated July 22, 2010.



43. Attached hereto as Exhibit 40 are true and correct copies of deposition excerpts from the reporter's official transcript of the deposition of Sang U. Kwon, taken on August 23, 2010. These deposition excerpts contain the testimony cited in Defendants' Rule 56.1 Statement.

44. Attached hereto as Exhibit 41 is a true and correct copy of the relevant portions of the Second Quarter 2007 Groundwater Monitoring Report for Unocal #5123, dated January 14, 2008, which is publicly available on GeoTracker.

45. Attached hereto as Exhibit 42 is a true and correct copy of the relevant portions of the Third Quarter 2010 Groundwater Monitoring Report for Unocal #5123, dated September 17, 2010, which is publicly available on GeoTracker.

46. Attached hereto as Exhibit 43 are true and correct copies of deposition excerpts from the reporter's official transcript of the Federal Rule of Civil Procedure 30(b)(6) deposition of the District's designated witness, David Bolin, which was taken on February 24, 2011. These deposition excerpts contain the testimony cited in Defendants' Rule 56.1 Statement.

47. Attached hereto as Exhibit 44 is a true and correct copy of the relevant portions of Exhibit 309 to the deposition of the District's Federal Rule of Civil Procedure 30(b)(6) designated witness, David Bolin, taken on December 3, 2008, which was produced in this litigation at OCWD-MTBE-001-268736-268737.

48. Attached hereto as Exhibit 45 is a true and correct copy of the relevant portions of Exhibit 47 to the deposition of the District's Federal Rule of Civil Procedure 30(b)(6) designated witness, David Bolin, taken on August 20, 2008, which was produced in this litigation at OCWD-MTBE-001-192569-192570.

49. Attached hereto as Exhibit 46 is a true and correct copy of the relevant portions of the May 27, 2005 Komex Work Proposal, produced in this litigation at OCWD-MTBE-001-186956, 186960.

50. Attached hereto as Exhibit 47 are true and correct copies of deposition excerpts from the reporter's official transcript of the Federal Rule of Civil Procedure 30(b)(6) deposition of the District's designated witness, Roy Herndon, which was taken on January 10, 2006. These deposition excerpts contain the testimony cited in Defendants' Rule 56.1 Statement.

51. Attached hereto as Exhibit 48 are true and correct copies of deposition excerpts from the reporter's official transcript of the Federal Rule of Civil Procedure 30(b)(6) deposition of the District's designated witness regarding primary jurisdiction, Lee Paprocki, taken on January 17, 2006. These deposition excerpts contain the testimony cited in Defendants' Rule 56.1 Statement.

52. Attached hereto as Exhibit 49 is a true and correct copy of the Notice of Ruling dated October 20, 2008 for *Orange County Water District v. Sabic Innovative Plastics US, LLC*, Case No. 30-2008-00078246-CU-TT-CXC, in the Orange County Superior Court.

53. Attached hereto as Exhibit 50 is a true and correct copy of the Notice of Ruling dated February 12, 2009 for *Orange County Water District v. Sabic Innovative Plastics US, LLC*, Case No. 30-2008-00078246-CU-TT-CXC, in the Orange County Superior Court.

54. Attached hereto as Exhibit 51 is a true and correct copy of the relevant portions of the Supplemental Declaration of Roy Herndon in support of Plaintiff's Supplemental Brief re: Statute of Limitations, dated January 16, 2007.

55. Attached hereto as Exhibit 52 is a true and correct copy of the relevant portions of the Atlas Additional Site Investigation Report for G&M Oil #24, dated May 2, 2005, produced in this litigation at OCWD-MTBE-001-251149-251150, 251180, 251182.

56. Attached hereto as Exhibit 53 is a true and correct copy of the relevant portions of the Atlas Interim Remediation Update #17, dated June 21, 2006 for G&M Oil #4, produced in this litigation at OCWD-MTBE-001-255664, 255823, 255873.

57. Attached hereto as Exhibit 54 is a true and correct copy of the relevant portions of the August 11, 2010 hearing transcript in this litigation.

58. Attached hereto as Exhibit 55 is a true and correct copy of the relevant portions of Exhibit 67 to the August 21, 2008 deposition of David Bolin, the District's Federal Rule of Civil Procedure 30(b)(6) designated witness, produced in this litigation at OCWD-MTBE-001-192504-192505.

59. Attached hereto as Exhibit 56 is a true and correct copy of the relevant portions of Exhibit 112 to the October 29, 2008 deposition of David Bolin, the District's Federal Rule of Civil Procedure 30(b)(6) designated witness, produced in this litigation at OCWD-MTBE-001-250301-250302. To keep the record brief, Defendants have not attached Mr. Bolin's testimony authenticating Exhibit 56, but if the District or the Court wants such testimony, Defendants will provide it.

60. Attached hereto as Exhibit 57 is a true and correct copy of the relevant portions of Exhibit 180 to the November 6, 2008 deposition of David Bolin, the District's Federal Rule of Evidence 30(b)(6) witness, produced in this litigation at OCWD-MTBE-001-260708-260709. To keep the record brief, Defendants have not attached Mr. Bolin's testimony authenticating Exhibit 57, but if the District or the Court wants such testimony, Defendants will provide it.



61. Attached hereto as Exhibit 58 is a true and correct copy of the relevant portions of Exhibit 60 to the August 21, 2008 deposition of David Bolin, the District's Federal Rule of Civil Procedure 30(b)(6) designated witness, produced in this litigation at OCWD-MTBE-001-192560-192562. To keep the record brief, Defendants have not attached Mr. Bolin's testimony authenticating Exhibit 58, but if the District or the Court wants such testimony, Defendants will provide it.

62. Attached hereto as Exhibit 59 is a true and correct copy of the relevant portions of the Third Quarter 2010 Groundwater Monitoring Report for Shell #6502, dated November 5, 2010, which is publicly available on GeoTracker.

63. Attached hereto as Exhibit 60 is a true and correct copy of the relevant portions of Exhibit 90 to the October 21, 2008 deposition of David Bolin, the District's Federal Rule of Civil Procedure 30(b)(6) designated witness, produced in this litigation at OCWD-MTBE-001-189261. To keep the record brief, Defendants have not attached Mr. Bolin's testimony authenticating Exhibit 60, but if the District or the Court wants such testimony, Defendants will provide it.

64. Attached hereto as Exhibit 61 are true and correct copies of deposition excerpts from the reporter's official transcript of the deposition of Edward Saad, taken on August 16, 2010. These deposition excerpts contain the testimony cited in Defendants' Rule 56.1 Statement.

65. Attached hereto as Exhibit 62 is a true and correct copy of the relevant portions of the Third Quarter 2010 Groundwater Monitoring Report for Texaco #121681, dated November 4, 2010, which is publicly available on GeoTracker.

66. Attached hereto as Exhibit 63 is a true and correct copy of the relevant portions of Exhibit 98 to the August 27, 2010 deposition of Roy Herndon, the District's Federal Rule of

Civil Procedure 30(b)(6) designated witness, produced in this litigation at OCWD-MTBE-HARGIS-425442-425443, 425445. To keep the record brief, Defendants have not attached Mr. Bolin's testimony authenticating Exhibit 63, but if the District or the Court wants such testimony, Defendants will provide it.

67. Attached hereto as Exhibit 64 is a true and correct copy of the relevant portions of the Declaration of Unocal Corporation and Union Oil Company of California submitted in response to CMO No. 4, dated December 21, 2004.

68. Attached hereto as Exhibit 65 is a true and correct copy of the relevant portions of the Amended Declaration of William J. Smith in support of CMO No. 75, dated August 18, 2010.

I declare under penalty of perjury that the foregoing is true and correct.

Executed at Houston, Texas on this 15<sup>th</sup> day of March, 2011.



Jeremiah J. Anderson